

**PROXY FOR ISRAELI SHAREHOLDER
(with voting instruction)**

The undersigned:

_____ [insert name], living at / having its principal place of business at
_____ [insert address], ("**Principal**") hereby grants a limited proxy to each of Ms. Jackie Breedveld and Ms. Sandra Christiaan (each a "**Representative**"), working at Kardan N.V., having its registered office in Amsterdam ("**Company**") to do the following on behalf of the Principal, all with the power of substitution:

- to attend and to speak at the annual general meeting of shareholders of the Company which will be held on May 28, 2014 ("**Meeting**");
- to vote at the Meeting on _____ [insert number of shares] shares in the share capital of the Company ("**Shares**") in accordance with the specific voting instruction attached to this proxy ("**Voting Instruction**"). If the Representative, in his/her sole discretion, is of the opinion that the Voting Instruction is unclear with respect to a certain agenda item, the Representative shall abstain from voting on the Shares with respect to that certain agenda item.

This proxy is governed by Israeli law.

Signature
Name:
Name signatory:
Passport number:
Signed at:
Signed on:

Name Principal: _____

Signature: _____

Voting Instruction

Agenda item		For	Against	Abstain
4	Adoption of the annual accounts for the financial year 2013			
7	Appointment of the external auditor for the financial year 2014			
8	Discharge from liability of the members of the Board in respect of the exercise of their duties during the financial year 2013			
9	Bonus CEO			
10	Amendment of article 37.1 of the Articles of Association			
11	Authorization of the Board to resolve for the Company to acquire its own shares			

Name Principal: _____

Signature: _____